

635843 A-061025  
12/13/07  
Seth L. Levine (SL-8656)  
Foley & Lardner LLP  
90 Park Avenue  
New York, NY 10016-1314  
Tel.: 212.682.7474 (general)  
Tel.: 212.687.2329 (direct)  
[slevine@foley.com](mailto:slevine@foley.com)

*Attorney for Plaintiff  
Smart Balance, Inc.*

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

**SMART BALANCE, INC.** f/k/a Boulder  
Specialty Brands, Inc., a Delaware corporation,

Plaintiff

v.

**GLENHILL CAPITAL OVERSEAS  
MASTER FUND, LP**, a foreign limited  
partnership; **GLENHILL CAPITAL, LP**; a  
Delaware limited partnership; **GLENHILL  
CAPITAL OVERSEAS GP, LTD.**, a foreign  
company; **GLENHILL CAPITAL  
MANAGEMENT LLC**, a Delaware limited  
liability company; **GLENHILL ADVISORS  
LLC**, a Delaware limited liability company;  
**GLENN J. KREVLIN**, an individual,

Defendant.

07 Civ. 9916 (CM)

**NOTICE OF MOTION TO  
ADMIT COUNSEL *PRO HAC VICE***

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District

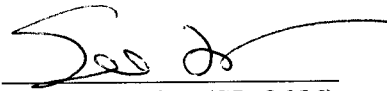
Courts for the Southern and Eastern Districts of New York, I, Seth L. Levine, a member in good  
standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice*  
of

Applicant's Name: Scott D. Richburg  
Firm's Name: Foley & Lardner LLP  
Address: One Independent Drive, Suite 1300  
City/State/Zip: Jacksonville, Florida 32202-5017  
Phone Number: (904) 359-8743  
Fax Number: (904) 359-8700  
Email: srichburg@foley.com

Scott D. Richburg is a member in good standing of the Bar of Florida. There are no pending disciplinary proceedings against Scott D. Richburg in any State or Federal court. In support of this motion, I submit the attached affidavit.

Dated: December 12, 2007  
New York, New York

Respectfully submitted,



Seth L. Levine (SL-8656)  
Foley & Lardner LLP  
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New York, NY 10016-1314  
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Defendant.

07 Civ. 9916 (CM)

**AFFIDAVIT OF SETH L. LEVINE  
IN SUPPORT OF MOTION TO  
ADMIT COUNSEL PRO HAC VICE**

State of New York     )  
                                  )     ss:  
County of New York    )

Seth L. Levine, being duly sworn, hereby deposes and says as follows:

1. I am a partner at Foley & Lardner LLP, counsel for Plaintiff in the above captioned action. I am a member of the bar of this Court, and I make this

statement based on my personal knowledge of the facts set forth herein, and I submit this affidavit in support of my motion for the admission of Scott D. Richburg *pro hac vice* to represent Smart Balance, Inc. in this action.

2. I am a member in good standing of the bar of the State of New York, and I was admitted to practice law in 1994. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. Scott D. Richburg is a Partner at Foley & Lardner LLP, and he practices in the firm's offices at One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017.
4. Mr. Richburg is a member in good standing of the Bar of the State of Florida (admitted 1995). A Certificate of Good Standing from the Florida Supreme Court, issued on November 14, 2007, is annexed hereto as Exhibit A.
5. I have found Mr. Richburg to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Scott D. Richburg, *pro hac vice*.

7. I respectfully submit a proposed order granting the admission of Scott D.

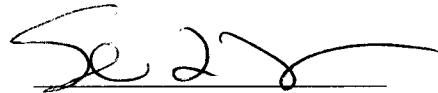
Richburg, *pro hac vice*, which is attached hereto as Exhibit B.

WHEREFORE it is respectfully requested that the motion to admit Scott D.

Richburg, *pro hac vice*, to represent Plaintiff in the above captioned matter, to be granted.

Dated: December 12, 2007  
New York, New York


Respectfully submitted,



Seth L. Levine (SL-8656)  
Foley & Lardner LLP  
90 Park Avenue  
New York, NY 10016-1314  
Tel.: 212.682.7474 (general)  
Tel.: 212.687.2329 (direct)  
[slevine@foley.com](mailto:slevine@foley.com)

*Attorney for Plaintiff*  
*Smart Balance, Inc.*

Sworn to before me this  
12 day of December, 2007.

  
Notary Public

MARY L. MORAN  
Notary Public, State of New York  
No. 01MO6139146  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires 01/01/2011



# The Florida Bar

JOHN F. HARKNESS, JR.  
EXECUTIVE DIRECTOR

651 EAST JEFFERSON STREET  
TALLAHASSEE, FLORIDA 32399-2300

850/561-5600  
WWW.FLORIDABAR.ORG

State of Florida )

County of Leon )

In Re: 64475  
Scott David Richburg  
Foley & Lardner, LLP  
P.O. Box 240  
Jacksonville, FL

I HEREBY CERTIFY that I am the duly appointed custodian of membership records of The Florida Bar.

I FURTHER CERTIFY that the records in the office of the Clerk of the Supreme Court of Florida indicate that said attorney was admitted to practice law in the State of Florida on October 2, 1995.

I FURTHER CERTIFY that the records in the office of The Florida Bar indicate that the above attorney is a member of The Florida Bar in good standing.

Dated this 14<sup>th</sup> day of November, 2007.

A handwritten signature in black ink that reads "Willie Mae Shepherd". The signature is written in a cursive, flowing style.

Willie Mae Shepherd  
Supervisor, Membership Records  
The Florida Bar

WMS/lvt10a:R10

Seth L. Levine (SL-8656)  
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*Attorney for Plaintiff*  
*Smart Balance, Inc.*

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07 Civ. 9916 (CM)

**ADMISSION  
TO PRACTICE *PRO HAC VICE***

Upon the motion of Seth L. Levine, attorney for Smart Balance, Inc. f/k/a Boulder Specialty  
Brands, Inc. and said sponsor attorney's affidavit in support;

**IT IS HEREBY ORDERED** that

Applicant's Name: Scott D. Richburg  
Firm's Name: Foley & Lardner LLP

Address: One Independent Drive, Suite 1300  
City/State/Zip: Jacksonville, Florida 32202-5017  
Telephone: (904) 359-8743/  
Fax: (904) 359-8700  
Email Address: srichburg@foley.com

is admitted to practice *pro hac vice* as counsel for Smart Balance, Inc. in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. A notation of your admission *pro hac vice* for the above listed case will be made on the roll of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at [nysd.uscourts.gov](http://nysd.uscourts.gov). Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: November \_\_\_\_, 2007  
New York, New York

\_\_\_\_\_  
United States District/Magistrate Judge

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Defendant.

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***AFFIDAVIT OF SERVICE***

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF NEW YORK    )

MARTIE KUTSCHER, being duly sworn, deposes and says:

Deponent is not a party to the action, is over 18 years of age and resides at  
804 Fernwood Rd. Moorestown NJ, 08057.

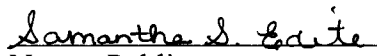
That on the 13th day of December, 2007, deponent served copies of

**PLAINTIFF'S NOTICE OF MOTION TO ADMIT COUNSEL *PRO HAC VICE* and  
THE AFFIDAVIT OF SETH L. LEVINE IN SUPPORT OF MOTION TO ADMIT  
COUNSEL *PRO HAC VICE* via United States first class mail upon:**

Daniel J. Cahill  
CAHILL & WINK LLP  
60 Railroad Place  
Saratoga Springs, NY 12866  
*Attorney for Defendants*

  
\_\_\_\_\_  
MARTIE P. KUTSCHER

Sworn to before me this  
13th day of December, 2007

  
\_\_\_\_\_  
Notary Public

SAMANTHA S. EDITE  
NOTARY PUBLIC, State Of New York  
No. 01ED6068678  
Qualified In Kings County  
Commission Expires Jan. 14, 20 10